



ROCKCLIFF METALS CORPORATION
CONDENSED INTERIM
FINANCIAL STATEMENTS
THREE AND NINE MONTHS ENDED
DECEMBER 31, 2021
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

Notice To Reader

The accompanying unaudited condensed interim financial statements of Rockcliff Metals Corporation (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

Rockcliff Metals Corporation
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	As at December 31, 2021	As at March 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents (note 4)	\$ 3,544,373	\$ 4,529,363
Prepaid expenses and deposits	21,083	15,639
Amounts receivable and advances (note 5)	155,809	46,660
Total current assets	3,721,265	4,591,662
Long-term assets		
Equipment (note 6)	45,763	53,376
Total assets	\$ 3,767,028	\$ 4,645,038
LIABILITIES AND EQUITY		
Current liabilities		
Amounts payable and other liabilities (notes 7 and 12)	\$ 261,476	\$ 428,520
Deferred flow-through premium (notes 8 and 13)	-	881,162
Total current liabilities	261,476	1,309,682
Long-term liabilities		
CEBA government loan (note 13)	40,000	40,000
Total liabilities	\$ 301,476	\$ 1,349,682
Equity		
Share capital (note 8)	61,272,961	60,721,755
Reserve (notes 10 and 11)	1,134,024	827,219
Deficit	(58,941,433)	(58,253,618)
Total equity	3,465,552	3,295,356
Total liabilities and equity	\$ 3,767,028	\$ 4,645,038

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
 Commitments and contingencies (notes 3 and 13)

Rockcliff Metals Corporation

Condensed Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

(Unaudited)

	Three months ended December 31,		Nine months ended December 31,	
	2021	2020	2021	2020
Operating expenses				
Exploration and property acquisition costs (note 3)	\$ 1,638,985	\$ 706,840	\$ 2,581,861	\$ 3,128,118
Salaries and fees (note 12)	189,836	341,324	788,874	1,018,731
Legal and professional	79,530	46,987	165,309	161,247
Investor relations	18,024	10,926	131,862	49,500
General and administrative	64,221	60,858	192,994	211,489
Technical studies	106,337	225,648	355,633	994,032
Share-based payments (notes 11 and 12)	16,039	39,535	65,201	142,109
Right-of-use asset amortization	-	3,656	-	10,968
Depreciation (note 6)	2,409	3,113	7,613	9,667
Option payments (note 13)	-	240,000	240,000	542,800
Loss before the following items	(2,115,381)	(1,678,887)	(4,529,347)	(6,268,661)
Interest income	5,065	7,914	19,656	45,815
Foreign exchange gain (loss)	233	168	(187)	(13)
Amortization of flow-through premium (note 13)	468,334	356,145	881,162	1,585,072
Gain on sale of equipment	-	-	16,269	-
Gain on sale of mineral exploration property, net (note 3)	-	-	2,844,030	-
Net loss and comprehensive loss for the period	\$ (1,641,749)	\$ (1,314,660)	\$ (768,417)	\$ (4,637,787)
Basic and diluted net loss per share (note 9)	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.02)
Weighted average number of common shares outstanding - basic and diluted	307,893,687	307,707,980	307,781,861	307,648,892

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Rockcliff Metals Corporation
Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	Nine months ended December 31,	
	2021	2020
Operating activities		
Net loss for the period	\$ (768,417)	\$ (4,637,787)
Adjustments for:		
Gain on sale of mineral exploration property (note 3)	(2,844,030)	-
Depreciation and amortization	7,613	20,635
Share-based payments	65,201	142,109
Shares issued for exploration and evaluation property interest	-	9,375
Amortization of flow-through premium	(881,162)	(1,585,072)
Gain on sale of equipment	(16,269)	-
Non-cash working capital items:		
Amounts receivable and advances	(109,149)	646,595
Prepaid expenses and deposits	(5,444)	72,945
Amounts payable and other liabilities	(167,044)	(1,716,292)
Net cash used in operating activities	(4,718,701)	(7,047,492)
Investing activities		
Proceeds from sale of equipment	16,269	-
Proceeds from sale of mineral exploration property (note 3)	2,844,030	-
Net cash provided by investing activities	2,860,299	-
Financing activities		
Proceeds from private placement, net of share issue costs	873,412	-
Proceeds from CEBA government loan	-	40,000
Proceeds from broker warrants exercised	-	1,715
Principal payments on lease obligations	-	(3,978)
Interest payments on lease obligations	-	(4,890)
Net cash provided by financing activities	873,412	32,847
Net change in cash and cash equivalents	(984,990)	(7,014,645)
Cash and cash equivalents, beginning of period	4,529,363	12,668,363
Cash and cash equivalents, end of period (note 4)	\$ 3,544,373	\$ 5,653,718

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Rockcliff Metals Corporation

Condensed Interim Statements of Changes in Equity
For the nine months ended December 31, 2021 and 2020
(Expressed in Canadian dollars)
(Unaudited)

	Share capital (#)	Shares capital (\$)	Contributed surplus	Warrants	Deficit	Total
Balance, April 1, 2020	307,619,187	\$ 60,697,133	\$ 1,027,986	\$ 777,017	\$(53,643,441)	\$ 8,858,695
Shares issued for mineral exploration property acquisition	125,000	9,375	-	-	-	9,375
Expiry of options	-	-	(343,709)	-	343,709	-
Broker warrants exercised	24,500	6,497	-	(4,782)	-	1,715
Expiry of warrants	-	-	-	(735,443)	735,443	-
Share-based payments	-	-	142,109	-	-	142,109
Net loss for the period	-	-	-	-	(4,637,787)	(4,637,787)
Balance, December 31, 2020	307,768,687	\$ 60,713,005	\$ 826,386	\$ 36,792	\$(57,202,076)	\$ 4,374,107

	Share capital (#)	Shares capital (\$)	Contributed surplus	Warrants	Deficit	Total
Balance, April 1, 2021	307,893,687	\$ 60,721,755	\$ 790,427	\$ 36,792	\$(58,253,618)	\$ 3,295,356
Shares Issued in private placement	15,592,332	658,021	-	277,519	-	935,540
Share issue costs	-	(106,815)	-	44,687	-	(62,128)
Expiry/forfeit of options	-	-	(80,602)	-	80,602	-
Share-based payments	-	-	65,201	-	-	65,201
Net loss for the period	-	-	-	-	(768,417)	(768,417)
Balance, December 31, 2021	323,486,019	\$ 61,272,961	\$ 775,026	\$ 358,998	\$(58,941,433)	\$ 3,465,552

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

1. Nature of operations and going concern

Rockcliff Metals Corporation (the "Company" or "Rockcliff") is engaged in the acquisition and exploration of mineral properties in Manitoba, Canada. The head office of the Company is located at 82 Richmond Street East, Toronto, ON M5C 1P1. The Company is presently conducting exploration and advancing various technical and economic studies with an intent to advance projects towards a development decision.

As at December 31, 2021, the Company had not determined the existence of economically recoverable reserves. The Company's exploration property interests may be subject to increases in taxes and royalties, renegotiation of contracts, changes in environmental designations, currency exchange fluctuations and restrictions, and political uncertainty.

These unaudited condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements.

COVID-19

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiary in future periods. The Company is closely monitoring the business environment as a result to ensure minimal distribution to business operations.

Going Concern

The Company is an exploration company which has not yet achieved production, has recurring losses and an accumulated deficit of \$58.9 million as at December 31, 2021. The Company's ability to continue as a going concern is dependent upon its ability to raise additional financing to be able to further explore its mineral properties, retain mining rights and to meet ongoing requirements for general operations. Even if the Company has been successful in the past in doing so, there can be no assurance that additional debt or equity financings will be available to meet these requirements or available on terms acceptable to the Company. Management believes that the current working capital is sufficient to support planned activities over the next 12 months.

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

2. Significant accounting policies

(a) Statement of compliance

The Board of Directors approved the financial statements on February XX, 2022.

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB.

The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of February XX, 2022, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent audited consolidated financial statements as at and for the year ended March 31, 2021, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending March 31, 2022 could result in restatement of these unaudited condensed interim financial statements.

(b) Basis of presentation

These unaudited condensed interim financial statements have been prepared on a historical cost basis other than cash equivalents which are measured at fair value. In addition, these unaudited condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

On July 6, 2021, the Company sold all issued and outstanding common shares in its subsidiary Goldpath Resources Corp. (See note 3), therefore, the Company is not presented unaudited condensed interim financial statements as of December 31, 2021.

(c) New standards not yet adopted

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

3. Exploration and evaluation properties

Tower Property

The Company holds a 100% interest in the Tower property, subject to an existing 2% net smelter return royalty in favour of a previous owner. The property is located in the Thompson Nickel Belt District in Manitoba.

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

3. Exploration and evaluation properties (continued)

Talbot Property

On November 12, 2019, the Company earned a 51% interest in the Talbot Property, from Hudson Bay Exploration and Development Company Limited ("HBED"), a wholly owned subsidiary of Hudbay Minerals Inc. ("Hudbay").

On August 18, 2020, Rockcliff was notified of Hudbay's intention to exercise its Buy-Back Right to acquire an additional 2% ownership interest in the Project by making a one-time cash payment of \$725,892 to Rockcliff. If Hudbay takes the Project into production, Rockcliff will retain a 35% carried interest in the Project through life-of-mine, provided that Rockcliff contributes its pro-rata share of pre-construction capital.

As of December 31, 2021, the Company has a 49% interest in the Talbot Property.

Rail Property

The Company holds a 100% interest in the Rail property, subject to a 2% net smelter returns royalty in favour of the former owner, Hudbay. The property located in the Snow Lake District in Manitoba.

Bur Property

The Company holds a 100% interest in the Bur property, subject to a 2% of net smelter return royalty from the date of the commencement of commercial productions, payable to Hudbay.

Freebeth Property

The Company holds a 100% interest in the Freebeth Property, subject to a 2% net smelter return royalty in favour of the former owner, Hudbay. The property located in the Snow Lake District in Manitoba.

Copperman Property

The Company holds a 100% interest in the Copperman Property, located in the Snow Lake District in Manitoba.

Morgan Property

The Company holds a 100% interest in the Morgan Property, subject to a 2% net smelter return royalty. The property is located in the Snow Lake District in Manitoba.

Pennex Property

The Company holds a 100% in the Pennex Property, located in the Snow Lake District in Manitoba.

Lon Property

The Company holds a 100% interest in the Lon Property located in the Snow Lake District in Manitoba. The Company also acquired certain mining rights and mining data in respect of the Lon Deposit subject to a ½% net smelter return royalty in two of the claims acquired. The Company may purchase this net smelter return royalty for \$250,000.

Snow Lake South (SLS) and Danlee Properties

The Company holds a 100% interest in the SLS properties (SLS #1-5), which surround the Danlee Property, which it subjected to 2% NSR. The properties are located in the Snow Lake District in Manitoba.

Snow Lake Gold Property, Laguna and Lucky Jack Property

The Company held the Snow Lake Gold, Laguna and Lucky Jack properties through its 100% owned subsidiary Goldpath Resources Corporation ("Goldpath").

On July 6, 2021, the Company closed the Share Purchase Agreement ("SPA") and sold to KG Exploration (Canada) Inc. ("Purchaser") all issued and outstanding common shares in the capital of Goldpath Resources Corp. for a total consideration of \$3,000,000 and the following royalties in favour to the Company.

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

3. Exploration and evaluation properties (continued)

Snow Lake Gold Property, Laguna and Lucky Jack Property (continued)

- a 2% net smelter returns royalty ("NSR") in respect of mineral extracted from the BER Property (included in the Snow Lake Gold Property and Laguna Property), under on the terms and conditions set forth in the BER Royalty Agreement ("BER Royalty") and including: i) a right in favour of the Purchaser to purchase from the Company up to a 1% BER Royalty in 0.5% increments for \$500,000 per increment for an aggregate cost of \$1,000,000, and ii) a right of first refusal in favour of the Purchaser to purchase the BER Royalty on the same terms as the Company is prepared to sell the BER Royalty;
- a 2% net smelter returns royalty ("NSR") in respect of mineral extracted from the DSN Property (included in the Snow Lake Gold Property and Laguna Property) on the terms and conditions set forth in the DSN Royalty Agreement ("DSN Royalty") and including: i) a right in favour of the Purchaser to purchase from the Company up to a 1% DSN Royalty in 0.5% increments for \$500,000 per increment for an aggregate cost of \$1,000,000, and ii) a right of first refusal in favour of the Purchaser to purchase the DSN Royalty on the same terms as the Company is prepared to sell the DSN Royalty;
- if applicable, promptly following the exercise of the option in the SLG Agreement: a 0.5% net smelter returns royalty in respect of mineral extracted from the SLG Property (included in the Snow Lake Gold Property and Laguna Property) on the terms and conditions set forth in SLG Royalty Agreement ("SLG Royalty") and including a right of first refusal in favour of the Purchaser to purchase the SLG Royalty on the same terms as the Company is prepared to sell the SLG Royalty; and
- Transaction fee payable to Red Cloud Securities Inc. at 4.8% given the transaction value is \$3,000,000; cash bonus of \$5,000 for each 1% NSR - 2% NSR for each of the BER and DSN properties and 0.5% for SLG.

Net proceeds received

Cash	\$ 3,000,000
2% net smelter return royalty ⁽¹⁾	-
Transaction costs	(155,970)
Total	\$ 2,844,030

(1) Due to the uncertainty surrounding whether the properties will be put into production and the timing and the quantity of any such production, the value has been considered to be \$nil.

As of the date of the transaction, Goldpath net assets carrying amount is \$Nil. During the three and nine months ended December 31, 2021, the Company recorded a gain on sale of mineral exploration property of \$2,844,030, net of transactions cost of \$155,970 (three and nine months ended December 31, 2020 - \$nil).

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

3. Exploration and evaluation properties (continued)

The following is a breakdown by property of exploration costs:

Three months ended December 31, 2021

	Tower	Rail	Bur	Freebeth	SLS	Golldpath	Copperman	Other	Total
Exploration expenditures	\$ 339,632	\$ 32,156	\$ 62,822	\$ 29,367	\$ 179,135	\$ -	\$ 940,782	\$ 155,091	\$ 1,738,985
Government grants received	-	-	-	-	-	-	(100,000)	-	(100,000)
Total, December 31, 2021	\$ 339,632	\$ 32,156	\$ 62,822	\$ 29,367	\$ 179,135	\$ -	\$ 840,782	\$ 155,091	\$ 1,638,985

Three months ended December 31, 2020

	Tower	Rail	Bur	Freebeth	SLS	Golldpath	Copperman	Other	Total
Acquisition costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 80,000	\$ -	\$ -	\$ 80,000
Exploration expenditures	524,859	27,692	41,023	-	23,203	-	-	688	617,465
Options payments	-	-	-	-	-	9,375	-	-	9,375
Total, December 31, 2020	\$ 524,859	\$ 27,692	\$ 41,023	\$ -	\$ 23,203	\$ 89,375	\$ -	\$ 688	\$ 706,840

Nine months ended December 31, 2021

	Tower	Rail	Bur	Freebeth	SLS	Golldpath	Copperman	Other	Total
Exploration expenditures	\$ 394,044	\$ 219,412	\$ 126,568	\$ 54,412	\$ 615,327	\$ 427	\$ 1,115,414	\$ 256,257	\$ 2,781,861
Government grants received	(50,000)	(50,000)	-	-	-	-	(100,000)	-	(200,000)
Total, December 31, 2021	\$ 344,044	\$ 169,412	\$ 126,568	\$ 54,412	\$ 615,327	\$ 427	\$ 1,015,414	\$ 256,257	\$ 2,581,861

Nine months ended December 31, 2020

	Tower	Rail	Bur	Freebeth	SLS	Golldpath	Copperman	Other	Total
Acquisition costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 80,000	\$ -	\$ -	\$ 80,000
Exploration expenditures	3,007,517	100,014	187,669	-	30,658	141,115	-	297,662	3,764,635
Option payments	-	-	-	-	-	9,375	-	-	9,375
Buy-back right received (Talbot)	-	-	-	-	-	-	-	(725,892)	(725,892)
Total, December 31, 2020	\$ 3,007,517	\$ 100,014	\$ 187,669	\$ -	\$ 30,658	\$ 230,490	\$ -	\$ (428,230)	\$ 3,128,118

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

4. Cash and cash equivalents

	As at December 31, 2021	As at March 31, 2021
Cash	\$ 3,519,373	\$ 4,504,363
Cash equivalents	25,000	25,000
Total	\$ 3,544,373	\$ 4,529,363

5. Amounts receivable and advances

	As at December 31, 2021	As at March 31, 2021
Harmonized sales tax recoverable - (Canada)	\$ 155,809	\$ 46,660
Total	\$ 155,809	\$ 46,660

6. Equipment

Equipment is represented by the following:

Cost	Equipment
Balance, March 31, 2020	\$ 109,029
Balance, March 31, 2021	\$ 109,029
Balance, December 31, 2021	\$ 109,029

Depreciation	Equipment
Balance, March 31, 2020	\$ 43,497
Depreciation	12,156
Balance, March 31, 2021	55,653
Depreciation	7,613
Balance, December 31, 2021	\$ 63,266

Net book value	Equipment
Balance, March 31, 2021	\$ 53,376
Balance, December 31, 2021	\$ 45,763

7. Amounts payable and other liabilities

	As at December 31, 2021	As at March 31, 2021
Trade payables	\$ 80,995	\$ 199,018
Accrued liabilities	180,481	229,500
Total	\$ 261,476	\$ 428,518

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

8. Share capital

a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	Amount
Balance, March 31, 2020	307,619,187	\$ 60,697,133
Warrant exercised (i)	24,500	6,497
Shares issued for mineral exploration property interest (ii)	125,000	9,375
Balance, December 31, 2020	307,768,687	\$ 60,713,005
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Balance, March 31, 2021	307,893,687	\$ 60,721,755
Shares issued in private placement - flow-through (iii)	15,592,332	658,021
Share issue costs (iii)	-	(106,815)
Balance, December 31, 2021	323,486,019	\$ 61,272,961

(i) On August 13 and 14, 2020, 24,500 warrants with an exercise price of \$0.07 were exercised for gross proceeds of \$1,715 (note 10).

(ii) On November 23, 2020, the Company agreed to issue a total of 125,000 common shares under the terms of option agreement on it Snow Lake Properties. These common shares were valued at \$9,375 based on their most recent trading price.

(iii) On December 31, 2021, the Company closed a flow-through equity financing of \$935,540 consisting of 15,592,332 Flow Through Units ("FTU") at a price of \$0.06 per FTU.

Each FTU consisted of one common share and one-half of a common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a price of \$0.10 for two years from closing.

The grant date fair value of \$277,519 was assigned to the 7,796,166 warrants issued as estimated by using a fair value market technique incorporating the Black-Scholes option pricing model, using the following assumptions: a risk-free interest rate of 0.99%; an expected volatility factor of 114.2%; an expected dividend yield of 0%; and an expected life of 2 years.

Eligible finders were paid cash fees of \$62,128 and issued 1,035,463 FT Broker Warrants. Each FT Broker Warrant entitles the holder to acquire one broker unit at a price of \$0.06, with each broker unit consisting of one common share and one-half of a warrant, for a period of two years from closing.

The grant date fair value of \$44,687 was assigned to the FT Broker Warrants issued, as estimated by using a fair value market technique incorporating the Black-Scholes option pricing model, using the following assumptions: a risk-free interest rate of 0.99%; an expected volatility factor of 114.2%; an expected dividend yield of 0%; and an expected life of 2 years.

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

9. Net loss per common share

The calculation of basic and diluted loss per share from operations for the three and nine months ended December 31, 2021, was based on the net loss attributable to common shareholders of \$1,641,749 and \$768,417 (three and nine months ended December 31, 2020 - \$1,314,660 and \$4,637,787) and the weighted average number of common shares outstanding of 307,893,687 and 307,781,861 (three and nine months ended December 31, 2020 - 307,707,980 and 307,648,892).

Diluted loss per share for the three and nine months ended December 31, 2021 did not include the effect of 8,831,629 warrants (December 31, 2020 - 428,633) and 8,604,964 stock options (December 31, 2020 - 11,264,183) as they are anti-dilutive.

10. Warrants

The following table reflects the continuity of warrants for the nine months ended December 31, 2021 and 2020:

	Number of warrants	Grant date Fair value (\$)	Weighted average exercise price (\$)
Balance, March 31, 2020	18,393,312	777,017	0.15
Exercised	(24,500)	(4,782)	0.07
Expired	(17,940,179)	(735,443)	0.15
Balance, December 31, 2020	428,633	36,792	0.19
Balance, March 31, 2021	428,633	36,792	0.19
Granted (note 8(b)(iii))	8,831,629	322,206	0.10
Expired	(428,633)	(36,792)	0.19
Balance, December 31, 2021	8,831,629	322,206	0.10

The following table reflects the warrants issued and outstanding as of December 31, 2021:

Number of warrants outstanding	Grant date fair value (\$)	Exercise price (\$)	Expiry date
7,796,166	277,519	0.10	December 31, 2023
1,035,463	44,687	0.06	December 31, 2023
8,831,629	322,206	0.10	

11. Stock options

The following table reflects the continuity of stock options for the nine months ended December 31, 2021 and 2020:

	Number of stock options	Weighted average exercise price (\$)
Balance, March 31, 2020	14,880,848	0.15
Options expired	(3,616,665)	0.11
Balance, December 31, 2020	11,264,183	0.15
Balance, March 31, 2021	11,464,183	0.15
Options expired/forefeited	(2,859,219)	0.15
Balance, December 31, 2021	8,604,964	0.15

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

11. Stock options (continued)

Details of the stock options outstanding at December 31, 2021 are as follows:

Grant date fair value(\$)	Contractual life (years)	Number of options	Exercisable options	Exercise price (\$)	Expiry date
5,449	0.58	200,000	200,000	0.15	July 31, 2022
270,745	1.77	1,850,000	1,850,000	0.15	October 9, 2023
338,534	2.48	4,000,000	4,000,000	0.15	June 10, 2024
75,180	2.96	1,250,000	1,250,000	0.15	December 16, 2024
134,335	5.01	680,851	-	0.15	January 1, 2027
10,635	5.01	624,113	-	0.15	January 1, 2027
834,878	1.98	8,604,964	7,300,000	0.15	

12. Major shareholders and related party transactions

Major shareholders

As of December 31, 2021, Greenstone holds a total of 132,580,000 common shares of the Company, representing approximately 43.1%. (December 31, 2020 - 43.1%)

As of December 31, 2021, Norvista holds a total of 82,925,238 common shares of the Company, representing approximately 26.9%. (December 31, 2020 - 26.9%)

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

Related parties include the Board of Directors and key management personnel and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

Related Party

Nature of Relationship

Norvista Capital Corporation
Greenstone Resources II LLP

Shareholder of the Company and common directors
Major shareholder of the Company and common directors

Included in the December 31, 2021, amounts payable and other liabilities is \$nil due to related parties (March 31, 2021 - \$5,503). These amounts are unsecured, non-interest bearing and due on demand.

Rockcliff Metals Corporation

Notes to the unaudited Condensed Interim Financial Statements

December 31, 2021

(Expressed in Canadian dollars)

12. Major shareholders and related party transactions (continued)

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Remuneration of directors and key management personnel of the Company was as follows:

	Three months ended December 31,		Nine months ended December 31,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Directors fees, management salaries and benefits	157,621	237,500	751,562	712,500
Share-based payments	16,039	39,535	65,201	142,109

13. Commitments and contingencies

As at December 31, 2021, pursuant to the issuance of 87,760,833 flow-through shares on May 7, 2019, the Company is required to incur qualifying expenditures of approximately \$20,862,600 by December 31, 2020. On July 10, 2020 and December 16, 2020, the Department of Finance proposed to extend the flow-through funds spend period, filing and payment, and the look-back rule by one year, including suspending the Part XII.6 tax for the same period. The Company is subject to Part XII.6 taxes on any unspent flow-through expenditures after February 1, 2021 for flow-through funds raised in 2019. Since the proposal by the Department of Finance received Royal assent on June 29, 2021, the dates to incur Part XII.6 taxes will be extended by one year, however, if the amounts are not expended by the end of 2021 for agreements entered in 2019 or by the end of 2022 for agreements entered into in 2020, the additional 10% tax under Part XII.6 will apply. The Company has indemnified the subscribers for any tax related amounts that become payable by the subscriber as a result of the Company not meeting its expenditure commitments. As of December 31, 2021 the Company has fulfilled the total commitment.

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

In August 2020, the Company received a \$40,000 interest-free loan from the Emergency Business Account (CEBA) to support business by providing financing for their expenses and a loan forgiveness of 25% (up to \$10,000) if \$30,000 is repaid on or before December 31, 2022.

The Company has entered into an option agreement for the Bucko mill lease. As at December 31, 2021, the Company has paid \$240,000 has no minimum commitment and dismissed this option agreement, and no future commitment is further required.